STATUTES

of the Association for Innovation in Logistics, z.s.

valid version as of 1.4.2021

**Article 1**

**NAME, REGISTERED OFFICE, Association ID**

The name of the Association reads: **Association for Innovation in Logistics, z.s.**

The registered office of the registered Association is: Novoveská 1139/22, 709 00 Ostrava-Mariánské Hory

ID: to be assigned

**Article 2**

LEGAL STATUS OF THE ASSOCIATION

The Association is a self-governing and voluntary independent union of members, bringing together members – legal and natural persons – on the basis of common interest and beliefs. The Association is a legal entity.

Article 3
THE PURPOSE OF THE ASSOCIATION

1. The core activities of the Association are:
* promoting innovation and increasing the competitiveness of the Czech Republic in the field of logistics,
* creating conditions for the maximum use of synergies and potential in logistics, their automation, robotization and digitization,
* supporting innovation processes, research within activities run by members of the Association,
* promoting communication between businesses, the public, self-governing and non-profit organizations, in logistics innovation,
* offering consultancy services to its members,
* organizing seminars focused on cluster issues and logistics issues,
* creating an environment for nurturing logistics experts in close cooperation with educational institutions.
1. The implementation of the core activities of the Association is provided by its own organizational and economic activities, in particular by:
	* providing advisory services for members of the Association in logistics, financial matters and returns on investment in automation, robotics, digitalization, legal issues related to copyright law, patents and utility models and analyses related to obtaining support from public funds, all with a focus on logistics issues;
	* organizing educational events, business meetings and presentations on the issues of the automation, robotization and digitization of logistics (seminars, professional courses, fairs, exhibitions) and arranging the participation of members at such events organized by other entities;
	* preparing projects for obtaining grants and subsidies from EU Structural Funds and other sources for the Association, or members involved;
	* collecting and managing funds to support the non-profit activities of the Association mainly in the support of student education and market education;
	* processing analyses of market research, the competitive environment and evaluating the economic impacts of innovation, focusing on the common needs of the members;
	* processing benchmarking analyses in logistics during the deployment of automation and robotization;
	* promoting public awareness of the mission of the Association and promoting its members,
	* coordinating the teaching plans of universities - members of the Association,
	* coordinating research, seminar, diploma and doctoral theses;
	* coordinating the joint projects of members implemented within the framework of the activities of the Association.
2. Members shall be guided by the approved Code of Ethics of the Association, which is submitted by the Executive Board and approved by the Member Meetings, including any amendments and updates.

Article 4
MEMBERSHIP

1. A member of the Association may be any natural or legal person who agrees with the Statutes and the purpose of the Association and intends to actively contribute to fulfilling the purpose of the Association and to comply with the Code of Ethics of the Association.
2. Admission as a member shall be decided by the Executive Board on the basis of a written application.
3. The Executive Board shall decide on the admission at its next meeting and shall notify the applicant about it in writing. There is no legal right to be accepted as a member of the Association. The Executive Board is not obliged to justify its decision not to accept the applicant as a member of the Association.
4. Membership shall be created on the date on which the Executive Board decides to accept the applicant as a member of the Association. Proof of membership is the communication of the decision of the Executive Board.
5. Membership ceases:
6. on the date on which the member’s notice of withdrawal from the Association is served; this notification must bear the officially certified signature of the member or be signed by an electronic signature based on a qualified certificate issued by an accredited certification service provider;
7. with death if a natural person;
8. with dissolution or cessation of activity if a legal person without a successor;
9. with the declaration of bankruptcy if a legal entity or the rejection of such a claim for lack of assets;
10. with the expulsion of a member by decision of the Executive Board in accordance with the provisions of § 239 of Act No 89/2012 Coll, Civil Code, as amended (hereinafter referred to as the “**Civil Code**”);
11. if the member does not pay the membership fee, even within a reasonable period of time specified by the Executive Board, in addition to the call for payment, although this situation has been brought to the attention of the member;
12. if a serious violation of the Code of Ethics of the Association leads the Executive Board to decide to terminate the membership of the member of the Association.
13. The decision of the Executive Board to expel a member may be appealed at the Member Meeting, which must be addressed to the Association and submitted within 15 days of receipt of the decision on the expulsion. The appeal must be in written form and the contested decision shall be reviewed by the Member Meeting only to the extent of the reasons expressly given in the appeal. For the purpose of reviewing the decision, the reasons for the expulsion must be clearly stated in the Executive Board’s decision to expel a member. The Member Meeting shall confirm or cancel the decisions of the Executive Board. The appeal is considered an application under the provisions of Section 241 of the Civil Code. Pending the final decision of the Member Meeting, the member who lodged the appeal in time shall be considered not expelled.
14. In the event of the expulsion of a member of the Association or termination of its membership, the membership and any functions in the Executive or Supervisory Board associated with it shall also cease to exist; if a member of the Association is a legal person, the membership and function of its representative in these bodies cease to exist, taking into account the fact that only members of the Association have the right to perform the functions of the bodies of the Association (Article 5 (1) (c).

**Article 5**

RIGHTS AND OBLIGATIONS OF A MEMBER

1. A member of the Association shall have the following rights:
2. participate in the activities of the Association,
3. participate in the Member Meeting, vote during it and vote for the bodies of the Association,
4. be elected to the bodies of the Association,
5. turn to the bodies of the Association with complaints and to ask for their observations,
6. participate according to their interests and the possibilities of all events in the Association,
7. participate in the benefits arising from membership in the Association,
8. participate in the use of the common financial resources of the Association in the manner and in accordance with the principles adopted by the bodies of the Association.
9. The member of the Association is obliged to maintain courtesy and decency towards other members and the bodies of the Association in their activities, and to follow the rules defined in the Code of Ethics. The member is obliged to act in the same way at meetings of the bodies of the Association or other events organized by the Association. A member who is a legal person is obliged to ensure compliance with these rules by the natural persons representing him or her.
10. A member of the Association is obliged to pay the membership dues valid for the calendar year for the members of the Association, broken down by the type and size of the organization and the member of the Association approved for that year by the Member Meeting.

**Article 6**

**LIST OF MEMBERS**

1. The Association maintains a list of its members. This includes membership number, name and surname (company), date of birth or (company ID), address (registered office) and any other contact details of the member and his/her statutory body.
2. The list of members is public. A member of the Association may ask the Executive Board for the non-disclosure of his or her membership in the Association. However, there is no legal claim to non-disclosure.
3. A register of former, honorary and emeritus members of the Association is kept in a way similar to the list of members. This list is non-public and only the members of the Executive Board and Supervisory Board have the right to look over it or ask for it to be looked over or for a copy of it, unless otherwise agreed with the Member.

Article 7
HONORARY MEMBERSHIP

1. The Executive Board may, at its discretion, decide to grant honorary membership in the Association to any natural or legal person, whether living or non-living and existing or disestablished (in this case with the consent of his heirs or legal successors, if there are some), that merits it for fulfilling the mission and tasks of the Association.
2. There are no obligations associated with honorary membership nor any rights, except for honorary rights, such as the right to attend and speak at the Member Meeting if the Executive Board decides to grant such a right to the honorary member, who then accepts it.
3. Once awarded, honorary membership shall not expire either by the death or extinction of the honorary member. An honorary member may, however, be expelled by decision of the Executive Board or may renounce his/her honorary membership by communication addressed to the Executive Board.

Article 8
PARTNERSHIP

1. A partner of the Association may be any natural or legal person who agrees with the Statutes and the purpose of the Association and intends to actively contribute to fulfilling the purpose of the Association and to comply with the Code of Ethics of the Association.
2. Admission as a partner shall be decided by the Executive Board on the basis of a written application.
3. The Executive Board shall decide on the admission of the partner at its next meeting and shall notify the applicant about it in writing. There is no legal right to be accepted as a Partner of the Association. The Executive Board is not obliged to justify its decision not to accept the applicant as a member of the Association.
4. The Partnership shall be formed on the date on which the Executive Board decides to accept the applicant as a Partner of the Association. Proof of the formation of the partnership is the communication of the decision of the Executive Board.
5. Partnership invests the Partner with all rights and obligations identical to the members of the Association except the right to vote at the Member Meeting, which is only for the members of the Association. The partner’s representative may be elected to the Supervisory Board, but not to the Executive Board.
6. The partnership ceases:
7. on the date on which the Partner’s notice of withdrawal from the Association is served; this notification must bear the officially certified signature of the Partner or be signed by an electronic signature based on a qualified certificate issued by an accredited certification service provider;
8. with death if a natural person;
9. with dissolution or cessation of activity if a legal person without a successor;
10. with the declaration of bankruptcy if a legal entity or the rejection of such a claim for lack of assets;
11. with the expulsion of the Partner by decision of the Executive Board,
12. if the Partner does not pay the partnership fee, which is the same amount as the membership dues, even within a reasonable period of time specified by the Executive Board, in addition to the call for payment, although this situation was brought to the attention of the Partner,
13. if a serious violation of the Code of Ethics of the Association leads the Executive Board to decide to terminate the partnership of the Partner of the Association.
14. The decision of the Executive Board to expel a Partner may be appealed at the Member Meeting, which must be addressed to the Association and submitted within 15 days of receipt of the decision on the expulsion. The appeal must be in written form and the contested decision shall be reviewed by the Member Meeting only to the extent of the reasons expressly given in the appeal. For the purpose of reviewing the decision, the reasons for the expulsion must be clearly stated in the Executive Board’s decision to expel a Partner. The Member Meeting shall confirm or cancel the decisions of the Executive Board. Pending the final decision of the Member Meeting, the Partner that lodged the appeal in time shall be considered not expelled.
15. In the event of the expulsion of a Partner of the Association or termination of its partnership, the possible membership and functions of the Partner in the Supervisory Board shall also cease to exist; if the Partner of the Association is a legal person, the membership and function of its representative in the Supervisory Board cease to exist, taking into account that only partners and members of the Association have the right to perform the functions of the Supervisory Board of the Association.

Article 9
BODIES OF THE ASSOCIATION

The bodies of the Association are:

* Member Meeting
* Executive Board
* Supervisory Board

Article 10
MEMBER MEETING

1. The Member Meeting is the highest body of the Association.
2. All members of the Association are entitled to attend and vote at the Member Meeting.
3. Member Meetings shall be convened by the Executive Board as appropriate, but at least once a year. The Executive Board shall convene the Member Meetings whenever at least one third of the members request it.
4. The Member Meeting shall be considered convened if the Executive Board sends out written invitations to all members in paper form in the form of postal mail or electronically by e-mail sent to the e-mail addresses of all members of the Association or publishes it on the website of the Association. The Member Meeting must be convened at least 30 days prior to the date. Members in respect of whom the deadline to convene the Member Meeting has not been complied with shall be entitled to waive the right to convene the Member Meeting in a timely manner by written statement or orally at the proceedings of the Member Meeting. An invitation sent in the form of e-mail shall be deemed to be delivered if the Member confirms its receipt within five (5) days after it was sent by e-mail.
5. Member Meetings in particular:
6. elect its chairman,
7. decide on amendments to the Statutes,
8. appoint and dismiss members of the Executive Board,
9. appoint and dismiss members of the Supervisory Board,
10. approve the Executive Board’s report on the activities and management of the Association and approve the report of the Supervisory Board, approve the rules and the amount of membership dues and fees as proposed by the Executive Board for that calendar year,
11. discuss the appeal of a member of the Association against the decision of the Executive Board to expel him or her,
12. decide on the dissolution of the Association,
13. decide on other issues entrusted to it by law or submitted for decision by the Executive Board.
14. An appeal against the decision of the Executive Board to expel a member is decided by the next Member Meeting convened after the date on which the member’s appeal was served to the Association. An appeal to the Member Meeting against the decisions of the bodies of the Association other than decisions of the Executive Board to expel a member or refuse to admit one is not permissible. This is without prejudice to the right of a Member to address the Member Meeting with complaints and other initiatives.
15. Member Meetings shall be held in the territory of the Czech Republic, either at the headquarters of the Association or in another place, if the Executive Board considers it appropriate in view of the possibility of as many members as possible attending the meeting. Members may attend the Member Meeting using electronic means enabling the direct remote transmission of the Member Meeting by video and sound. In the event that a member intends to use this form of participation, he or she is obliged to communicate this fact to the Executive Board no later than 5 days before the Member Meeting, together with the identification of the technical means enabling the long-distance transmission. Unless otherwise agreed by the Executive Board with the Member, the communication applications of Skype, Microsoft Teams or Zoom shall be considered such means. After connecting the member’s device to the device located at the meeting venue, the Member shall be obliged to identify himself or herself over the application by showing his or her ID card with legible identification information and photographs to the attendees of the Members Meeting. A member of the Executive Board, the chairman of the Member Meeting or the member himself or herself shall take a photograph of it in a manner permitted by the application and attach it to the minutes of the Member Meeting.
16. The Member Meeting shall be quorum if at least half of all members of the Association are present; if this number of members does not meet 30 minutes after the announced start of the Member Meeting, the Member Meeting is concluded and the Executive Board may convene a substitute meeting of the Member Meeting in accordance with the procedure laid down in Section 257 of the Civil Code.
17. The right of all members of the Association to vote is equal. Voting is done publicly by acclamation, unless the Member Meeting decides that the vote shall be secret.
18. The member may also vote by correspondence method by giving written consent to the proposed text of the decision and delivering that consent with certified signature to the Executive Board of the Association during the period from the receipt of the invitation to the time of the Member Meeting. A written speech in the form of a letter consignment with certified signature can be replaced by an e-mail with the valid electronic certificate of a certification authority recognized in the Czech Republic. The convenor of the Member Meeting shall provide an electronic address for the purpose of accepting the observations of the member in the invitation to the Member Meeting. Only a member who is registered in the list of members may use the method of voting pursuant to this Article. Members who exercise the right under this paragraph shall be deemed to be present at the Member Meeting.
19. The Member Meeting decides on amendments to the Statutes and on the dissolution of the Association by a two-thirds majority of the members present, whereas other matters are decided by an absolute majority of the members present.
20. The Member Meeting may decide to make the meeting or part of it open to the public.
21. Minutes shall be taken of the Member Meeting, which shall be signed by the chairman of the Member Meeting, and the Executive Board shall ensure that these minutes are made available to all members of the Association within 30 days of the date of the Member Meeting in an appropriate and sufficient form and shall remain thus available for a period of at least 5 (five) years after the meeting of the Member Meeting. For the purposes of this paragraph, publication of the minutes on the Association’s website shall be considered an appropriate and sufficient form of making them available. In addition, the minutes of Member Meetings must be available to the members for inspection at the headquarters of the Association for a period of at least 5 years.

**Article 11**

EXECUTIVE BOARD

1. The Executive Board is the executive and collective statutory body of the Association. The Executive Board is responsible for its activities to the Member Meeting.
2. The Executive Board is made up of five members whose rights are equal. Only a natural person who is a member of the Association or has been authorized in writing to membership in the Executive Board by a legal person who is a member of the Association may be a member of the Executive Board. The Executive Board elects a chairman and two vice-chairmen from its center.
3. The Executive Board directs the activities of the Association and performs all activities and acts that are not entrusted to other bodies of the Association.
4. The method and frequency of meetings of the Executive Board shall be determined by the Board separately, but not less than 3 times per year. The Executive Board may decide with the participation of at least 3 (three) members. The invitation to the meeting shall be delivered to the members in writing or by email no later than 7 (seven) days before the date of the meeting. Minutes shall be taken of the meetings of the Executive Board, signed by the authorized recorder and designated verifier of the minutes, and then, after signature by both, published on the internal section of the website of the Association’s portal and made available to other members. Members of the Executive Board may attend meetings of the Executive Board using electronic means enabling the direct remote transmission of the Executive Board meetings by image and sound, in the form of videoconferencing. In the event that a member intends to use this form of participation, he or she shall communicate that fact to the Executive Board no later than 3 (three) days before the meeting of the Executive Board, if the meeting itself is no longer convened by this form in the invitation, together with the identification of the technical means enabling the long-distance transmission. Unless otherwise agreed by the Executive Board with the Member, the communication applications of Skype, Microsoft Teams or Zoom shall be considered such means. After connecting the device of the member of the Executive Board, the member is required to use the application to identify himself or herself by showing the participants of the Executive Board meeting their face using a video camera. The two members present shall confirm their identity and this is indicated in the minutes of the meeting of the Executive Board.
5. It is possible to make decisions “per rollam”, even outside the session in the form of electronic (mail) or, for example, by videoconferencing. The chairman or vice-chairman is authorized to send a draft decision to the other members of the Executive Board for approval. In the event decisions are made using email, these decisions shall be recapitulated at the nearest meeting of the Executive Board.
6. Acting for the Association:
7. in matters in which the Association assumes an obligation or acquires a right with a value of not more than CZK 50,000 (or the equivalent in another currency), or where the value of the obligation and right cannot be quantified in money, the Association shall be represented separately by the chairman or vice-chairman of the Executive Board;
8. in matters in which the Association assumes an obligation or acquires a right worth more than CZK 50,000 (or its equivalent in another currency), the Association is represented jointly by two members of the Executive Board, at least one of whom must be the chairman or vice-chairman of the Executive Board;
9. in matters of disposition with immovable property over CZK 50,000 of the Association including its encumbrances on the rights of third parties (but not the conclusion of lease agreements) and in matters of granting or accepting a loan, credit or granting liability or any other surety for the obligations of third parties, the Association shall be represented jointly by four members of the Executive Board.
10. The deliberations of the Executive Board shall be governed by its chairman, in the event of his absence, by one of the vice-chairmen.
11. A member of the Executive Board shall be elected by the Member Meeting for a period of 5 (five) years. A Member Meeting may dismiss a member of the Executive Board. In such a case, the Member Meeting shall elect a replacement member no later than 3 (three) months after the action of the appeal.
12. The Executive Board shall in particular:
13. implement the mission and objectives of the Association according to the resolution of the Member Meeting and Statutes of the Association,
14. prepare management reports, financial statements and annual reports, a budget plan for the next period, draft rules on the amount of membership dues and the amount of service fees and submit them for approval to the Member Meeting,
15. have the right to decide to exempt members from the obligation to pay membership dues or the obligation to pay membership dues in a reduced amount or in instalments for a particular member. The Executive Board also proposes both the amount of dues and fees for services provided to members of the Association, such as the use and presentation of a member on the website of the Association, the use of the logo of the Association, participation in events of the Association, etc. The details for determining the amount of membership dues and fees are proposed by the Executive Board and, after approval by the Member Meeting, are defined in the internal regulations of the Association.
16. recruit new members of the Association and decide on the expulsion of members of the Association,
17. prepare the organizational security of the Member Meeting and convening it;
18. approve the organizational rules of the Association if the Member Meeting decides on the need for it,
19. appoint and dismiss the manager of the Association and fix his remuneration,
20. exercise the rights and duties of an employer,
21. propose amendments to the Statutes,
22. propose a strategy for the activities of the Association within the framework of its mission.
23. To provide for the activities of the Association, the Executive Board may establish a secretariat, a manager, and employ and fire employees of the Association and set their salary.
24. Each of the members of the Executive Board shall have the right to resign from their post by written submission to the Executive Board. Their functions shall expire on the date of delivery of this submission. If a member of the Executive Board is authorized for membership by a legal entity, that legal entity has the right to remove him or her from the Executive Board and appoint another person in their place. Such a new member of the Executive Board must be confirmed for the next period by the next meeting of the Member Meeting.
25. In the event of the resignation or termination of any membership in the Executive Board, or death of the member, the Executive Board shall have the right to co-opt a new member for the period until the completion of the current member’s regular term. The Member Meeting is entitled to elect a new member at its nearest meeting.

Article 12
SUPERVISORY BOARD

1. The Supervisory Board (SB) is an independent body of the Association. The SB has 3 members appointed by the Member Meeting for a period of 3 years. Only a natural person can be a member. The SB is a control commission under the Civil Code. Membership in the control commission is not compatible with membership in the statutory body of the Association or with the position of liquidator.
2. The SB elects a chairman from within.
3. The SB is entitled to look into all documentation maintained by the Association, in particular accounting documents, contracts and the records of members. Both the chairman and members of the SB have the right to participate in the deliberations of the Executive Board with an advisory voice and shall be informed of such deliberations properly and in a timely manner.

The SB in particular:

* checks compliance with the Statutes,
* checks the compliance of decisions of the Executive Board with the Statutes and applicable legal regulations,
* checks the implementation of the decisions of the Member Meeting,
* checks the management of the Association,
* prepares reports on its activities and submits them to the Executive Board,
* submits an annual report on its activities to the Member Meeting.
1. Each member shall have the right to resign from their post by written submission to the Executive Board. Their functions shall expire on the date of delivery of this submission.
2. In the event of the resignation or termination of any membership in the Supervisory Board, or death of the member, the Supervisory Board shall have the right to co-opt 1 member for the period until the completion of the current member’s regular term. The Member Meeting is entitled to elect a new member at its nearest meeting.

Article 13
PRINCIPLES OF MANAGEMENT

1. The Association manages its own movable and immovable property.
2. The sources of the Association’s assets are:
3. membership dues;
4. revenue from property;
5. income from activities in fulfilling the objectives of the Association;
6. gifts and contributions from natural and legal persons;
7. additional resources if approved by the Executive Board.
8. The Executive Board is responsible for the management of the Association, which submits a report on it to the Member Meeting.

Article 15
DISSOLUTION OF THE ASSOCIATION

1. The Association shall be dissolved in any of the ways laid down by law.
2. If the Association is dissolved by liquidation, the Member Meeting shall decide on the method of disposing of the liquidation balance. If not decided by the Member Meeting within 6 months after the liquidator has asked the Executive Board to convene a Member Meeting for this purpose, the liquidator shall dispose of the liquidation balance according to the law.

Article 16
FINAL PROVISIONS

1. The Association may, on the basis of the decision of the Executive Board, issue organizational rules of the Association or other internal standards that are binding on the members of the Association.
2. The Association may split or merge with other associations under the conditions stipulated by the Civil Code.